SEC 1972 (6-

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid

OMB control number. 02)

ATTENTION

Failure to file notice in the appropriate states will not result in a loss of the federal exemption. Conversely, failure to file the appropriate federal notice will not result in a loss of an available state exemption state exemption unless such exemption is predicated on the filing of a federal notice.

UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

OMB APPROVAL

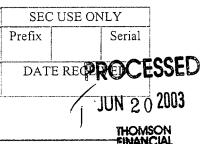
OMB Number: 3235-0076

Expires: May 31, 2005

Estimated average burden hours per response...1

FORM D

NOTICE OF SALE OF SECURITIES PURSUANT TO REGULATION D, SECTION 4(6), AND/OR UNIFORM LIMITED OFFERING EXEMPTION



Name of Offering ([] check if this is an amendment and name has changed, and indicate change.)

Filing Under (Check box(es) that apply):

[] Rule 504 [] Rule 505 [X] Rule 506 [] Section 4(6) [] ULOE

Type of Filing: [X] New Filing [] Amendment



A. BASIC IDENTIFICATION DATA

1. Enter the information requested about the issuer

Name of Issuer ([] check if this is an amendment and name has changed, and indiciate change.) American Biophysics Corp.

Address of Executive Offices East Greenwich, R.I. 02818

(Number and Street, City, State, Zip Code) Telephone Number (Including Area Code) 401-884-3500

2240 South County Trail,

Number (Including Area C	ess Operations (Number and Street, City, State, Zip Code) Telephone de) Offices) Same as Executive Office	е
Brief Description of Busin equipment and related pro	ss: Research, development, design, sale and manufacture of insect mitiducts.	gation
Type of Business Organiz	tion	
[X] corporation	[] limited partnership, already formed [] other (please sp	ecify):
[] business trust	[] limited partnership, to be formed	
	Month Year	
Actual or Estimated Date	f Incorporation or Organization: [0] 7] [9] 5] [X] A	ctual ed
Jurisdiction of Incorporation	or Organization: (Enter two-letter U.S. Postal Service abbreviation for S CN for Canada; FN for other foreign jurisdiction) [D][I	
		,

GENERAL INSTRUCTIONS

Federal:

Who Must File: All issuers making an offering of securities in reliance on an exemption under Regulation D or Section 4(6), 17 CFR 230.501 et seq. or 15 U.S.C. 77d(6).

When to File: A notice must be filed no later than 15 days after the first sale of securities in the offering. A notice is deemed filed with the U.S. Securities and Exchange Commission (SEC) on the earlier of the date it is received by the SEC at the address given below or, if received at that address after the date on which it is due, on the date it was mailed by United States registered or certified mail to that address.

Where to File: U.S. Securities and Exchange Commission, 450 Fifth Street, N.W., Washington, D.C. 20549.

Copies Required: Five (5) copies of this notice must be filed with the SEC, one of which must be manually signed. Any copies not manually signed must be photocopies of manually signed copy or bear typed or printed signatures.

Information Required: A new filing must contain all information requested. Amendments need only report the name of the issuer and offering, any changes thereto, the information requested in Part C, and any material changes from the information previously supplied in Parts A and B. Part E and the Appendix need not be filed with the SEC.

Filing Fee: There is no federal filing fee.

State:

This notice shall be used to indicate reliance on the Uniform Limited Offering Exemption (ULOE) for sales of securities in those states that have adopted ULOE and that have adopted this form. Issuers relying on ULOE must file a separate notice with the Securities Administrator in each state where sales are to be, or have been made. If a state requires the payment of a fee as a precondition to the claim for the exemption, a fee in the proper amount shall accompany this form. This notice shall be filed in the appropriate states in accordance with state law. The Appendix in the notice constitutes a part of this notice and must be completed.

A. BASIC IDENTIFICATION DATA

- 2. Enter the information requested for the following:
 - Each promoter of the issuer, if the issuer has been organized within the past five years;
 - Each beneficial owner having the power to vote or dispose, or direct the vote or disposition of, 10% or more of a class of equity securities of the issuer;
 - Each executive officer and director of corporate issuers and of corporate general and managing partners of partnership issuers; and
 - Each general and managing partner of partnership issuers.

Check Box(es) that Apply:	[] Promoter [] Beneficial Owner	[] Executive Officer	[X] Director []	General and/or Managing Partner					
Full Name (Last name first, if individual) DeMaio, Warren										
Business or Residen N. Wood St., Chicago		ber and Street,	City, State, Zip Cod	e) DeMaio Partn	ers, LLC, 1754					
Check Box(es) that Apply:	[] Promoter [] Beneficial Owner	[] Executive Officer	[X] Director []	General and/or Managing Partner					
Full Name (Last nam	Full Name (Last name first, if individual) Komoroske, Alex									
	Business or Residence Address (Number and Street, City, State, Zip Code) 2022 Santa Cruz Avenue, Menlo Park, CA. 94025									
Check Box(es) that Apply:	[] Promoter [Beneficial Owner	[] Executive Officer	[X] Director []	General and/or Managing Partner					
Full Name (Last nam	e first, if individua	al) Vieau, David	dP.	alandiga samunda mada mada kayan ayan ayan ayan ayan ayan ayan ay						
Business or Residen 701, Boston, MA. 02		ber and Street,	City, State, Zip Cod	e) 10 CharlesGa	te East, Unit					
Check Box(es) that Apply:	[] Promoter [] Beneficial Owner	[] Executive Officer	[X] Director []	General and/or Managing Partner					
Full Name (Last nam	e first, if individua	al) Murphy, Joh	nn A.	renamentalise et et la ramana australia anno in establishi de et la ramana et la ramana et la ramana et la ram						
Business or Residen Narragansett Ave., J	•		City, State, Zip Cod	e) Morneau & Mu	urphy, 77					

Check Box(es) that Apply:	[] Promoter [] Beneficial Owner	[X] Executive Officer	[X] Director [] General and/or Managing Partner
Full Name (Last nam	ne first, if individu	al) Rudd, Rich	ard		
Business or Residen Pelham Street, New		nber and Street	t, City, State, Zip Coc	le) Signet Investr	nents, 28
Check Box(es) that Apply:	[] Promoter [] Beneficial Owner	[X] Executive Officer	[X] Director [] General and/or Managing Partner
Full Name (Last nam	ne first, if individu	al) lannetta, R	aymond		
Business or Residen 2240 South County			t, City, State, Zip Coc 8	de) American Bio	physics Corp.,
Check Box(es) that Apply:	[] Promoter []	Beneficial Owner	[X] Executive Officer	[X] Director [] General and/or Managing Partner
Full Name (Last nam	ne first, if individu	al) Durand, Em	ma		
Business or Residen 2240 South County			:, City, State, Zip Coc 8	de) American Biop	hysics Corp.,
Check Box(es) that Apply:	[] Promoter [] Beneficial Owner	[X] Executive Officer	[] Director []	General and/or Managing Partner
Full Name (Last nam	ne first, if individu	al) Adam, Jeffre	ey C.		ndaga salaga salaga sandan salam dan
Business or Residen 2240 South County			:, City, State, Zip Cod 8	le) American Bio	ohysics Corp.,
Check Box(es) that Apply:	[] Promoter [X] Beneficial Owner	[] Executive Officer	[] Director []	General and/or Managing Partner
Full Name (Last nam	ne first, if individu	al) South Pelic	an, L.P.		
Business or Residen	ce Address (Nur	nber and Street	., City, State, Zip Coo	le) : 1 Joy St., Bo	ston, MA. 02108
(Use blan	k sheet, or cop	y and use addi	tional copies of this	s sheet, as neces	ssary.)

B. INFORMATION ABOUT OFFERING

1. Has the issuer sold, or does the issuer intend to sell, to non-accredited investors in this offering?										this	Yes []	No [X]	
			Answe	er also in A	Append	ix, Columi	n 2, if fil	ing under	ULOE.				
2. What	t is the	minimum	investm	nent that v	vill be a	ccepted fr	om any	individual į	?	**********	\$ N/A	\$ N/A	
3. Does the offering permit joint ownership of a single unit?											Yes [X]	No []	
4. Enter the information requested for each person who has been or will be paid or given, directly or indirectly, any commission or similar remuneration for solicitation of purchasers in connection with sales of securities in the offering. If a person to be listed is an associated person or agent of a broker or dealer registered with the SEC and/or with a state or states, list the name of the broker or dealer. If more than five (5) persons to be listed are associated persons of such a broker or dealer, you may set forth the information for that broker or dealer only.													
Full Nar	me (La	st name fi	rst, if in	dividual)	Rudd, F	Richard			***************************************			and an extensive deviction against	
Busines R.I. 028		esidence A	Address	s (Number	and St	reet, City,	State,	Zip Code):	28 Pelha	ım Stree	et, New	port,	
Name o	f Asso	ciated Bro	ker or [Dealer: Si	gnet In	vestments)						
		h Person States" or						urchasers		[]A	ll Stat	es	
(AL)	[AK]	[AZ]	[AR]	[CA] X	[CO]	[CT] X	[DE]	[DC]	[FL] X		[HI]	[ID]	
[IL] X	[IN]	[IA]	[KS]	[KY]	[LA]	[ME]	[MD]	[MA] X	[MI]	[MN]	[MS]	[MO]	
[MT]	[NE]	[NV] X	[NH]	[NJ]	[NM]	[NY] X	[NC]	[ND]	[OH]	[OK]	[OR]	[PA]	
[RI] X	[SC]	[SD]	[TN]	[TX] X	[UT]	[VT] X	[VA]	[WA]	[WV]	[WI]	[WY]	[PR]	
Full Nar	ne (La:	st name fi	rst, if in	dividual)	Maurus	, Robert			<u> </u>				
Busines R.I. 028		esidence A	Address	s (Number	and St	reet, City,	State,	Zip Code):	28 Pelha	m Stree	et, New	port,	
Name o	f Asso	ciated Bro	ker or [Dealer: Si	gnet In	vestments)			**************************************			
								urchasers					
(Check	''All S	States" or	check	individu	al State	es)				[] A	II Stat	es	
[AL]	[AK]	[AZ]	[AR]	[CA] X	[CO]	[CT] X	[DE]	[DC]	[FL] X	[GA]	[HI]	[ID]	
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[MT]	[NE]	[NV] X	[NH]	[NJ]	[MM]	[NY] X	[NC]	[ND]	[OH]	-	[OR]	[PA]	
[RI] X	[SC]	[SD]	[TN]	[TX] X	[UT]	[VT] X	[VA]	[WA]	[WV]	[WI]	[WY]	[PR]	

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Full N	ame (La	ast nam	e first, if	individ	uai) 3	Signet	t Investr	nents					
Busine R.I. 0		Residen	ce Addre	ess (Nu	ımber	and S	street, C	ity, State	e, Zip Cod	e) : 28 Pe	elham S	Street, Ne	ewport,
Name	of Asso	ociated	Broker o	r Deal	er: Ric	hard f	Rudd, R	obert M	aurus		<u></u>		
States	in Whi	ch Pers	on Liste	d Has	Solicite	ed or I	ntends	to Solici	t Purchase	rs			
(Chec	(Check "All States" or check individual States) [] All States												
[AL]	[AK]	[AZ]	[AR	[CA	.] X	[CO]	[CT] X	([DE]	[DC]	[FL] X	[GA]	[HI]	[ID]
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	ess or R leedhar			ess (Nu	ımber	and S	treet, C	ity, State	e, Zip Cod	e) : 21A F	Highland	d Circle,	Suite
Name	of Asso	ciated	Broker o	r Deal	er: Cap	oital M	lanagen	nent/InT	rust Advis	ors			
States	in Whic	ch Pers	on Liste	d Has	Solicite	ed or l	ntends	to Solici	t Purchase	rs	***************************************		
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	ess or R leedhar			ess (Nu	ımber	and S	treet, C	ity, State	e, Zip Code	e) : 21A F	Highland	d Circle,	Suite
Name	of Asso	ciated	Broker o	r Deale	er: Ror	nald P	earson						
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Busine NY 10		tesiden	ce Addre	ess (Nu	ımber	and S	treet, C	ity, State	e, Zip Code	e) : 375 F	Park Ave	enue, Ne	ew York,

Name of Associated Broker or Dealer: Invemed Investments

						or Intends			sers	۲.	1 A 11 C4	
(Cnec	K All	States	or che	ck mai	viduai i	States)		•		L.] All St	ates
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Full N	ame (La	ast nam	e first, if	individ	ual) Inv	remed Inve	estments					<u></u>
Busine NY 1		esiden	ce Addr	ess (Nu	mber an	d Street, 0	City, State	e, Zip Co	ode) : 375	5 Park Ave	enue, No	ew York,
Name	of Asso	ciated	Broker o	or Deale	r: Carlis	le Jones						
States	in Whic	ch Pers	on Liste	d Has S	Solicited	or Intends	to Solici	t Purcha	sers	······································	***************************************	
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	(Us	se blan	k sheet	, or cop	y and u	ise additio	onal cop	ies of th	is sheet	, as neces	ssary.)	
	C. OF	FERIN	G PRIC	E, NUM	BER OF	INVESTO	ORS, EXI	PENSES	AND US	SE OF PR	OCEEC)S
total a	mount a ction is the amo	already an excl	sold. Er hange o	nter "0" i ffering,	f answe check th	rities includ r is "none" his box " ar for exchan	or "zero. nd indicat	." If the te in the		•		
.	una of s	Socurity.	,							Aggrega Offerin Price	ig A	Amount Already Sold
	ype of S	-								\$9,000,0		
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, (Convertil	ble Sec	urities (i	includin	g warrar	nts)				\$1,399,9	98 \$1,	163,760
										\$N/A	\$N/	
										\$N/A	\$N/	
	Total .									\$15,399,	996 \$12	2,802,476*

Answer also in Appendix, Column 3, if filing under ULOE.

^{*} This total includes 193,960 warrants @ \$6.00 per share, which have not yet been exercised.

2. Enter the number of accredited and non-accredited investors who have purchased securities in this offering and the aggregate dollar amounts of their purchases. For offerings under Rule 504, indicate the number of persons who have purchased securities and the aggregate dollar amount of their purchases on the total lines. Enter "0" if answer is "none" or "zero." Aggregate Dollar Amount Number Investors of Purchases \$12,802,476* Accredited Investors 43 0 \$ 0 Non-accredited Investors Total (for filings under Rule 504 only) N/A \$ N/A Answer also in Appendix, Column 4, if filing under ULOE. * This total includes 193,960 warrants @ \$6.00 per share, which have not yet been exercised. 3. If this filing is for an offering under Rule 504 or 505, enter the information requested for all securities sold by the issuer, to date, in offerings of the types indicated, the twelve (12) months prior to the first N/A sale of securities in this offering. Classify securities by type listed in Part C-Question 1. Dollar Amount Type of Security Type of offering Sold Rule 505 Regulation A Rule 504 Total \$ 4. a. Furnish a statement of all expenses in connection with the issuance and distribution of the securities in this offering. Exclude amounts relating solely to organization expenses of the issuer. The information may be given as subject to future contingencies. If the amount of an expenditure is not known, furnish an estimate and check the box to the left of the estimate. Transfer Agent's Fees [] \$0 Printing and Engraving Costs [X]\$100 [X]\$10,000 Legal Fees [] \$0 Accounting Fees Engineering Fees [] \$0 Sales Commissions (specify finders' fees separately) [X]\$481,935.80 [] \$0 [X 1\$492,035.80 b. Enter the difference between the aggregate offering price given in response to Part C -Question 1 and total expenses furnished in response to Part C - Question 4.a. This \$12,310,440.20*

difference is the "adjusted gross proceeds to the issuer."

^{*} This total includes 193,960 warrants @ \$6.00 per share, which have not yet been exercised.

5. Indicate below the amount of the adjusted gross proceeds to the issuer used or proposed to be used for each of the purposes shown. If the amount for any purpose is not known, furnish an estimate and check the box to the left of the estimate. The total of the payments listed must equal the adjusted gross proceeds to the issuer set forth in response to Part C - Question 4.b above.

Salaries and fees Purchase of real estate	Officers, Directors, & Affiliates [] \$0 [] \$0	Payments To Others [] \$0 [] \$0
Purchase, rental or leasing and installation of machinery and equipment	[]\$0	[X]\$1,000,000
Construction or leasing of plant buildings and facilities	[]\$0	[]\$0
Acquisition of other businesses (including the value of securities involved in this offering that may be used in exchange for the assets or securities of another issuer pursuant to a merger)	[]\$0	[]\$0
Repayment of indebtedness	[]\$	[]\$0
Working capital	[]\$0	[X] \$11,310,440.20*
Other (specify):	[]\$0	[]\$0
	[]\$0	[]\$0
Column Totals	[] \$	[X] \$12,310,440.20*
Total Payments Listed (column totals added)	[X]\$12,	310,440.20*

Payments to

^{*} This total includes 193,960 warrants @ \$6.00 per share, which have not yet been exercised.

D. FEDERAL SIGNATURE

The issuer has duly caused this notice to be signed by the undersigned duly authorized person. If this notice is filed under <u>Rule 505</u>, the following signature constitutes an undertaking by the issuer to furnish to the U.S. Securities and Exchange Commission, upon written request of its staff, the information furnished by the issuer to any non-accredited investor pursuant to paragraph (b)(2) of <u>Rule 502</u>.

Issuer (Print or Type)	Signature	Date
American Biophysics Corp.		6/16/03
Name of Signer (Print or Type)	Title of Signer (Print or Type	e)
Jeffrey C. Adam	Treasurer & CFO	

ATTENTION

Intentional misstatements or omissions of fact constitute federal criminal violations. (See 18 U.S.C. 1001.)

E. STATE SIGNATURE						
Is any party described in 17 CFR 230.262 presently subject to any of the disqualification provisions of such rule?	Yes No [] [ʎ]"					
See Appendix, Column 5, for state response.						

- 2. The undersigned issuer hereby undertakes to furnish to any state administrator of any state in which this notice is filed, a notice on Form D (17 CFR 239,500) at such times as required by state law.
- 3. The undersigned issuer hereby undertakes to furnish to the state administrators, upon written request, information furnished by the issuer to offerees.
- 4. The undersigned issuer represents that the issuer is familiar with the conditions that must be satisfied to be entitled to the Uniform limited Offering Exemption (ULOE) of the state in which this notice is filed and understands that the issuer claiming the availability of this exemption has the burden of establishing that these conditions have been satisfied.

The issuer has read this notification and knows the contents to be true and has duly caused this notice to be signed on its behalf by the undersigned duly authorized person.

Issuer (Print or Type)	Signature Date
American Biophysics Corp.	Mal 6/16/03
Name of Signer (Print or Type)	Tyle (Print or Type)
Jeffrey C. Adam	Treasurer & CFO

Instruction:

Print the name and title of the signing representative under his signature for the state portion of this form. One copy of every notice on Form D must be manually signed. Any copies not manually signed must be photocopies of the manually signed copy or bear typed or printed signatures.

APPENDIX

4	2			1				1		
1	2	•	·					5		
			. 3		4					
	Inten se		Type of security							
	to no	on-	and aggregate					UL0 (if yes,		
,	accred investo		offering price offered in state		Type of inves amount purchas			explana	ation of	
	Sta		(Part C-Item 1)		Part C-Ite)	ed in State em 2)		waiver g		
	(Part B				•	,		(Part E-	item i)	
	1)	[Number of	1			
				Number of		Non-		Carlot and		
C+-+-	Vaa	N1-		Accredited	1	Accredited		\/	N ₁ -	
State AL	Yes	No		Investors	Amount	Investors	Amount	Yes	No	
AK										
AZ							1			
AR	······································									
CA		X	Stock & Warrants	1	\$33,000 ¹	0			X	
СО	- Attionship course									
СТ		X	Stock & Warrants	1	\$33,000 ²	0			X	
DE										
DC										
FL		X	Stock & Warrants	1	\$238,692 ³	0			X	
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			Convert. Note &		010 177 70 14					
IL		X	Warrants/ Stock & Warrants	4	\$10,177,7344	0			X	
IN			vv arraints							
IA										
KS							1			
KY										
LA										
ME										
MD				· .						
MA		X	Stock & Warrants	11	\$659,058 ⁵	0			X	
МІ										
MN										

X	Stock & Warrants	1	\$85,788 ⁶	0		X
		-				
X	Stock & Warrants	11	\$407,754 ⁷	0		X
					·	

		AND THE PERSON NAMED IN TH		***************************************		
X	Stock & Warrants	8	\$496,488 ⁸	0		X
		CAR CONTRACTOR CONTRACTOR OF THE CONTRACTOR OF T				
X	Stock & Warrants	1	\$329,994 ⁹	0		X
X	Stock & Warrants	4	\$340,96810	0		X
				-		
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	X	X Stock & Warrants	X Stock & Warrants 11 X Stock & Warrants 8 X Stock & Warrants 1 X Stock & Warrants 1	X Stock & Warrants 11 \$407,754 ⁷ X Stock & Warrants 8 \$496,488 ⁸ X Stock & Warrants 1 \$329,994 ⁹ X Stock & Warrants 4 \$340,968 ¹⁰	X Stock & Warrants 11 \$407,754 ⁷ 0 X Stock & Warrants 8 \$496,488 ⁸ 0 X Stock & Warrants 1 \$329,994 ⁹ 0 X Stock & Warrants 4 \$340,968 ¹⁰ 0	X Stock & Warrants 11 \$407,754 ⁷ 0 X Stock & Warrants 8 \$496,488 ⁸ 0 X Stock & Warrants 1 \$329,994 ⁹ 0 X Stock & Warrants 4 \$340,968 ¹⁰ 0

¹ This total includes 500 warrants @ \$6.00 per share, which have not yet been exercised.

² This total includes 500 warrants @ \$6.00 per share, which have not yet been exercised.

³ This total includes 3,616 warrants @ \$6.00 per share, which have not yet been exercised.

⁴ This total includes 154,207 warrants @ \$6.00 per share, which have not yet been exercised.

⁵ This total includes 9,982 warrants @ \$6.00 per share, which have not yet been exercised.

⁶ This total includes 1,299 warrants @ \$6.00 per share, which have not yet been exercised.

- 7 This total includes 6,174 warrants @ \$6.00 per share, which have not yet been exercised.
- 8 This total includes 7,519 warrants @ \$6.00 per share, which have not yet been exercised.
- ⁹ This total includes 4,999 warrants @ \$6.00 per share, which have not yet been exercised.
- 10 This total includes 5,164 warrants @ \$6.00 per share, which have not yet been exercised.